

EXTENDED TO NOVEMBER 15, 2019

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

- ▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation <b>GRACE COMMUNICATIONS FOUNDATION, INC.</b>		A Employer identification number <b>26-4777735</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>215 LEXINGTON AVENUE</b>	Room/suite <b>1001</b>	B Telephone number <b>(212)-726-9161</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10016</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>24,270,274.</b>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		16,284.	16,284.		STATEMENT 2
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,948,515.			STATEMENT 1
b Gross sales price for all assets on line 6a		9,346,066.			
7 Capital gain net income (from Part IV, line 2)			5,349,475.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		199.	199.		STATEMENT 3
12 Total. Add lines 1 through 11		4,964,998.	5,365,958.		
13 Compensation of officers, directors, trustees, etc		315,886.	0.		315,886.
14 Other employee salaries and wages		4,076,159.	0.		4,076,159.
15 Pension plans, employee benefits		1,345,784.	0.		1,345,784.
16a Legal fees STMT 4		97,169.	0.		97,169.
b Accounting fees STMT 5		32,951.	0.		32,951.
c Other professional fees STMT 6		1,152,518.	0.		1,152,518.
17 Interest					
18 Taxes STMT 7		70,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy		675,141.	0.		675,141.
21 Travel, conferences, and meetings		170,902.	0.		170,902.
22 Printing and publications		8,015.	0.		8,015.
23 Other expenses STMT 8		411,448.	0.		411,448.
24 Total operating and administrative expenses. Add lines 13 through 23		8,355,973.	0.		8,285,973.
25 Contributions, gifts, grants paid		100.			100.
26 Total expenses and disbursements. Add lines 24 and 25		8,356,073.	0.		8,286,073.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-3,391,075.			
b Net investment income (if negative, enter -0-)			5,365,958.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1,739,187.	1,072,572.	1,072,572.
	2 Savings and temporary cash investments	2,018,892.	359,190.	359,190.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	0.	2,724,338.	2,724,338.
	b Investments - corporate stock STMT 11	27,805,644.	20,022,717.	20,022,717.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ SECURITY DEPOSITS )	92,457.	91,457.	91,457.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	31,656,180.	24,270,274.	24,270,274.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted	31,656,180.	24,270,274.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	31,656,180.	24,270,274.	
	31 Total liabilities and net assets/fund balances	31,656,180.	24,270,274.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	31,656,180.
2 Enter amount from Part I, line 27a	2	-3,391,075.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	55,710.
4 Add lines 1, 2, and 3	4	28,320,815.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	4,050,541.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,270,274.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SALE OF PUBLICLY TRADED SECURITIES</b>	<b>D</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b UNITED STATES TREAS BILLS 12/20/18 B/E DTD</b>			
<b>c 6/21/18</b>	<b>P</b>	<b>06/21/18</b>	<b>12/20/18</b>
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
<b>a 8,674,475.</b>		<b>3,325,000.</b>	<b>5,349,475.</b>
<b>b</b>			
<b>c 671,591.</b>		<b>671,591.</b>	<b>0.</b>
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>5,349,475.</b>
<b>b</b>			
<b>c</b>			<b>0.</b>
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>5,349,475.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	<b>N/A</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	7,604,203.	31,527,649.	.241192
2016	7,150,223.	32,743,093.	.218373
2015	6,769,414.	39,202,736.	.172677
2014			
2013			

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.632242</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.210747</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	<b>27,705,679.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>5,838,889.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>53,660.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>5,892,549.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>8,286,073.</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	53,660.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	53,660.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	53,660.
6 Credits/Payments.			
a 2018 estimated tax payments and 2017 overpayment credited to 2018		6a	136,572.
b Exempt foreign organizations - tax withheld at source		6b	0.
c Tax paid with application for extension of time to file (Form 8868)		6c	0.
d Backup withholding erroneously withheld		6d	0.
7 Total credits and payments. Add lines 6a through 6d		7	136,572.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	82,912.
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 82,912. Refunded <input type="checkbox"/>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> NY, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A** Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
- 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address **GRACELINKS.ORG**

- 14 The books are in care of **SIOBHAN MITCHELL** Telephone no. **(212)-726-9161**  
 Located at **215 LEXINGTON AVENUE, NEW YORK, NY** ZIP+4 **10016**

- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year

15 N/A

- 16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

- 1a During the year, did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
- (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

☐ Yes ☒ No☐ Yes ☒ No☒ Yes ☐ No☒ Yes ☐ No☐ Yes ☒ No☐ Yes ☒ No

- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions

1b ☐

- c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?

1c ☐

- 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

- a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?

☐ Yes ☒ No

If "Yes," list the years

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

2b N/A

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

☐ Yes ☒ No

- b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)

3b N/A

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

- b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?

	Yes	No
1b		X
1c		X
2b		
3b		
4a		X
4b		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

Organizations relying on a current notice regarding disaster assistance, check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No

	Yes	No
5a		
5b		X
6a		X
6b		X
7a		
7b		
8		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		315,886.	47,761.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LESLIE SEFF - 215 LEXINGTON AVENUE, SUITE 1001, NEW YORK, NY 10016	MANAGING DIRECTOR, OPERATIONS 40.00	241,705.	44,987.	0.
ELISA SCHORR - 215 LEXINGTON AVENUE, SUITE 1001, NEW YORK, NY 10016	DIRECTOR OF COMPLIANCE 40.00	202,822.	43,422.	0.
CHRIS GRIFFITHS - 215 LEXINGTON AVENUE, SUITE 1001, NEW YORK, NY	SENIOR ADVISOR 40.00	196,539.	43,639.	0.
SIOBHAN MITCHELL - 215 LEXINGTON AVENUE, SUITE 1001, NEW YORK, NY	ACCOUNTING DIRECTOR 40.00	157,991.	41,437.	0.
LESLIE HATFIELD - 215 LEXINGTON AVENUE, SUITE 1001, NEW YORK, NY	SR. PARTNERSHIP/OUTREACH 40.00	147,115.	27,515.	0.

Total number of other employees paid over \$50,000

18

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
IDFIVE, LLC - 3600 CLIPPER MILL ROAD, SUITE 240, BALTIMORE, MD 21211	WEBSITE DEVELOPMENT	145,785.
M&R STRATEGIC SERVICES, INC - 1901 L STREET, NW, SUITE 800, WASHINGTON, DC 20036	STRATEGIC MARKET ADVISORY SERVICES	143,104.
BERLIN ROSEN - 15 MAIDEN LANE, SUITE 1600, NEW YORK, NY 10038	PUBLIC RELATIONS	110,450.

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE ATTACHMENT A	
	2,224,562.
2 SEE ATTACHMENT A	
	1,983,967.
3 SEE ATTACHMENT A	
	609,036.
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	25,412,777.
b	Average of monthly cash balances	1b	2,714,816.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	28,127,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,127,593.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	421,914.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,705,679.
6	Minimum investment return. Enter 5% of line 5	6	1,385,284.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,385,284.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	53,660.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,660.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,331,624.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,331,624.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,331,624.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,286,073.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	8,286,073.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	53,660.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,232,413.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				1,331,624.
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013				
<b>b</b> From 2014				
<b>c</b> From 2015	4,867,861.			
<b>d</b> From 2016	5,582,430.			
<b>e</b> From 2017	6,135,449.			
<b>f</b> Total of lines 3a through e	16,585,740.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ► \$ 8,286,073.				
<b>a</b> Applied to 2017, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2018 distributable amount				1,331,624.
<b>e</b> Remaining amount distributed out of corpus	6,954,449.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	23,540,189.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	23,540,189.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2014				
<b>b</b> Excess from 2015	4,867,861.			
<b>c</b> Excess from 2016	5,582,430.			
<b>d</b> Excess from 2017	6,135,449.			
<b>e</b> Excess from 2018	6,954,449.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:  
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email address of the person to whom applications should be addressed:

- b. The form in which applications should be submitted and information and materials they should include:**

- c** Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
JOHNS HOPKINS BLOOMBERG SCHOOL OF PUBLIC HEALTH 615 N. WOLFE STREET - SUITE E2132 BALTIMORE, MD 21205-2179	N/A	PC	CENTER FOR A LIVABLE FUTURE	100.
<b>Total</b>			<b>3a</b>	100.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	16,284.	
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a	Debt-financed property					
b	Not debt-financed property					
6 Net rental income or (loss) from personal property						
7 Other investment income				01	199.	
8 Gain or (loss) from sales of assets other than inventory				18	4,948,515.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			0.		4,964,998.	0.
13 Total. Add line 12, columns (b), (d), and (e)					4,964,998.	

(See worksheet in line 13 instructions to verify calculations )

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]



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FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT 1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,674,475.	3,725,960.	0.	0.	4,948,515.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED STATES TREAS BILLS 12/20/18 B/E DTD 6/21/18	PURCHASED	06/21/18	12/20/18

  

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
671,591.	671,591.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,948,515.

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FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT 2
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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST MANHATTAN	16,284.	16,284.	
TOTAL TO PART I, LINE 3	16,284.	16,284.	

## FORM 990-PF

## OTHER INCOME

## STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	199.	199.	
TOTAL TO FORM 990-PF, PART I, LINE 11	199.	199.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PATTERSON BELKNAP WEBB AND TYLER LLP	60,137.	0.		60,137.
POTOMAC LAW GROUP, PLLC	680.	0.		680.
TRACEE A. DANNER, LLC	5,879.	0.		5,879.
AXELROD, FINGERHUT & DENNIS	21,873.	0.		21,873.
HERBERT F. FISHER, PLLC	8,600.	0.		8,600.
TO FM 990-PF, PG 1, LN 16A	97,169.	0.		97,169.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PKF O'CONNOR DAVIES, LLP	32,201.	0.		32,201.
DEMASCO SENA & JAHELKA, LLC	750.	0.		750.
TO FORM 990-PF, PG 1, LN 16B	32,951.	0.		32,951.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYEE BENEFIT				
CONSULTING	16,618.	0.		16,618.
PROGRAMMATIC CONSULTING	121,061.	0.		121,061.
PUBLIC RELATIONS	110,450.	0.		110,450.
IT SUPPORT	56,333.	0.		56,333.
TEMPORARY EMPLOYMENT AND				
NEW HIRE SEARCH	464,849.	0.		464,849.
STRATEFIC MARKET ADVISORY				
SERVICES	226,604.	0.		226,604.
WEBSITE DEVELOPMENT	145,785.	0.		145,785.
OTHER PROFESSIONAL FEES	10,818.	0.		10,818.
TO FORM 990-PF, PG 1, LN 16C	1,152,518.	0.		1,152,518.

FORM 990-PF	TAXES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	70,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	70,000.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 8	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INFORMATION TECHNOLOGY	25,243.	0.		25,243.
INSURANCE	36,114.	0.		36,114.
OFFICE RENOVATIONS	184,318.	0.		184,318.
PROMOTION AND OUTREACH	106,549.	0.		106,549.
EQUIPMENT SUPPLIES AND				
MAINTENANCE	9,483.	0.		9,483.
POSTAGE AND SHIPPING	2,155.	0.		2,155.
PAYROLL PROCESSING	6,086.	0.		6,086.
FILING FEES	1,724.	0.		1,724.
MEMBERSHIP FEES	8,963.	0.		8,963.
OFFICE EXPENSES	30,813.	0.		30,813.
TO FORM 990-PF, PG 1, LN 23	411,448.	0.		411,448.



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FORM 990-PF      OTHER INCREASES IN NET ASSETS OR FUND BALANCES      STATEMENT 9

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DESCRIPTION	AMOUNT
TRANSFER OF NET ASSETS FROM MERGER WITH THE MONDAY CAMPAIGNS, INC.	55,710.
TOTAL TO FORM 990-PF, PART III, LINE 3	55,710.

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FORM 990-PF      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS      STATEMENT 10

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREAS BILLS 4/25/19 B/E DTD 4/26/18	X		1,488,675.	1,488,675.
UNITED STATES TREAS BILLS 6/20/19 B/E DTD 6/21/18	X		1,235,663.	1,235,663.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,724,338.	2,724,338.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,724,338.	2,724,338.

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FORM 990-PF      CORPORATE STOCK      STATEMENT 11

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
65 SHRS. BERKSHIRE HATHAWAY INC. CLASS A	19,890,000.	19,890,000.
650 SHRS. BERKSHIRE HATHAWAY INC. CLASS B	132,717.	132,717.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,022,717.	20,022,717.

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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HELAIN LERNE 215 LEXINGTON AVENUE, SUITE 1001 NEW YORK, NY 10016	PRESIDENT, TREASURER, DIRECTOR 35.00	15,895.	640.	0.
MARJORIE GILBERT 215 LEXINGTON AVENUE, SUITE 1001 NEW YORK, NY 10016	SECRETARY, DIRECTOR 7.00	0.	0.	0.
JUDITH LABELLE 215 LEXINGTON AVENUE, SUITE 1001 NEW YORK, NY 10016	DIRECTOR 5.00	0.	0.	0.
ROBERT LAWRENCE 215 LEXINGTON AVENUE, SUITE 1001 NEW YORK, NY 10016	DIRECTOR 5.00	0.	0.	0.
SCOTT CULLEN 215 LEXINGTON AVENUE, SUITE 1001 NEW YORK, NY 10016	EXECUTIVE DIRECTOR, DIRECTOR 40.00	294,231.	47,121.	0.
BRAD GOLDBERG 215 LEXINGTON AVENUE, SUITE 1001 NEW YORK, NY 10016	DIRECTOR 5.00	0.	0.	0.
SIDNEY LERNE 215 LEXINGTON AVENUE, SUITE 1001 NEW YORK, NY 10016	DIRECTOR 7.00	5,760.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		315,886.	47,761.	0.

**Grace Communications Foundation, Inc.**  
**Form 990PF – Part IX-A: Summary of Direct Charitable Activities**  
**December 31, 2018**

**Food/Water/Energy Program****\$2,224,562**

In 2018, the organization continued to expand the reach of its Water Footprint Calculator (WFC), an educational tool for students, educators and consumers that provides insight and understanding into how everyday activities and behaviors have a water footprint associated with them, as well as suggestions and actions that we can all take to reduce our water consumption. The WFC was used as a resource by the NYC Department of Environmental Conservation and the city of Denver's water department. The organization also began work on the development of water use and conservation curricula for both middle and high school students. In conjunction with our Communications program, we researched and prepared in-depth reports on food production (beef, poultry, produce, and eggs) and shorter academic pages and content on areas including animal welfare, the environmental impact of food packaging. The organization also continued to update and refine its popular on-line Seasonal Food Guide tool which helps consumers identify what fruits and vegetables are in season, in their state (and DC), during any given month of the year.

**Communications Program****\$1,983,967**

In 2018, the organization successfully launched FoodPrint, a consumer-facing website that was designed to serve as a comprehensive resource for consumers who look to make meaningful and sustainable food choices both in and outside of the home, and when they shop. By providing online content and resources including cooking information, ways to reduce food waste, and a complete guide on food labels and what they actually mean, the organization's new flagship website amplifies its efforts to raise public awareness about how the food we eat impacts the environment, animals, and the population at large. In conjunction with our Food and Water program, we researched and prepared in-depth reports on food production (beef, poultry, produce, and eggs) and shorter academic pages and content on areas including animal welfare, the environmental impact of food packaging, and also undertook a consumer survey on shopping habits. The site and its tools and resources were featured on a variety of news outlets including Well and Good, Food Dive, and EcoWatch.

**The Monday Campaigns****\$609,036**

In the 4th quarter of 2018, as a result of The Monday Campaigns, Inc. merger into the organization, the organization began Monday Campaigns programming, which uses Monday as a weekly cue to regularly prompt people to initiate or recommit to healthy behaviors at the start of each week, and provides users with research, resources, and helpful tips to start the week off healthy and maintain consistent behaviors. Amongst other focus areas, Monday prompt programming has been applied to decreasing meat consumption to improve individual health and that of the planet (Meatless Monday), general health and wellness (Healthy Monday), smoking cessation (Quit and Stay Quit Monday), stress reduction (DeStress Monday), and encouraging people to take small steps to become and stay physically active (Move-It Monday). The program continued its collaboration with hospitals, universities, and health and other organizations including Johns Hopkins University, New York Presbyterian and NYU Langone hospitals, the American Public Health Association, and the national non-profit Careers through Culinary Arts Program (C-CAP) to increase awareness about how reducing the large scale production and consumption of beef is better for individual health and significantly reduces our carbon footprint and large scale environmental damage and extend the Monday concept to promote fitness, nutrition, physical and mental health, and smoking cessation.